

July 3, 2002

Barbara Sadler Surface Transportation Board Recordation Office 1925 K Street, N.W., Suite 70 Washington D.C. 20423

JUL 8 02

10-38 AM

Dear Barbara,

SURFACE TRANSPORTATION BOARD

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 15, 2002 between the following parties:

Names and address of the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC. 1211 Avenue of the Americas, New York, NY 10036

Lessee: AG PROCESSING INC. A COOPERATIVE 12700 West Dodge Road, P.O.Box 2047, Omaha, NE 68103-2047

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC. and Lessee: AG PROCESSING INC covering 97 tank cars with reporting marks and numbers – DBUX 250261 – DBUX 250475, NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #22802 dated 3/13/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely.

Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this day of , 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and AG PROCESSING INC A COOPERATIVE, a Iowa corporation, with an address at 12700 West Dodge Road, P.O. Box 2047, Omaha, NE 68103-2047 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 20, 1999 covering certain equipment pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on March 13, 2000 as recordation number 22802.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

name:	· JOSEPH L MANKOWSKI	
Title: _	VICE PRESIDENT/RAIL RESOURCES	
	I certify that I hold the title set forth below, that this instru	nent was signed on
	of the Lessee by authority of its Board of Directors and that	
executi	tion of the foregoing instrument was the free act and deed of	the Lessee. I further
declare	e under penalty of perjury that the foregoing is true and corr	ect.

AG PROCESSING INC A COOPERATIVE

By: Levy Vou

Name: Terry J. Voss

Title: Sr. Vice President Transportation

JUL 8 '02

SURFACE TRANSPORTATION BOARD

SCHEDULE A

Quantity 97 Equipment Description
25,000 through 27,000 gallon capacity
tank cars, exterior coiled and insulated
with FDA approved food grade gaskets.

Car Marks and Numbers

2 DBUX 250266 3 DBUX 250267 4 DBUX 250268 5 DBUX 250269 6 DBUX 250270 7 DBUX 250271 8 DBUX 250272 9 DBUX 250274 10 DBUX 250276 11 DBUX 250278 12 DBUX 250278 14 DBUX 250280 14 DBUX 250280 15 DBUX 250281 16 DBUX 250281 17 DBUX 250282 18 DBUX 250282 19 DBUX 250283 17 DBUX 250284 18 DBUX 250285 19 DBUX 250286 19 DBUX 250286 19 DBUX 250287 20 DBUX 250287 21 DBUX 250288 22 DBUX 250288 23 DBUX 250288 24 DBUX 250289 25 DBUX 250290 26 DBUX 250290 27 DBUX 250291 28 DBUX 250293 29 DBUX 250296 29 DBUX 250296 29 DBUX 250297 30 DBUX 250298 31 DBUX 250298 32 DBUX 250298 33 DBUX 250298 34 DBUX 250299 35 DBUX 250299 36 DBUX 250299 37 DBUX 250299 38 DBUX 250299 38 DBUX 250299 39 DBUX 250300 39 DBUX 250300	1	DBUX	250261
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84	DBUX	250448		
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87	DBUX	250453		
88	DBUX	250454		

89	DBUX	250455
90	DBUX	250457
91	DBUX	250458
92	DBUX	250461
93	DBUX	250464
94	DBUX	250470
95	DBUX	250471
96	DBUX	250474
97	DBUX	250475